

EXHIBIT F

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

☒ Filed by the Registrant

☐ Filed by a Party other than the Registrant

CHECK THE APPROPRIATE BOX:

☐ Preliminary Proxy Statement

☐ Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Under Rule 14a-12



Bed Bath & Beyond Inc.

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

PAYMENT OF FILING FEE (CHECK ALL BOXES THAT APPLY):

☒ No fee required.

☐ Fee paid previously with preliminary materials.

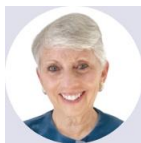
☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

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OUR BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

board leadership

As stated in our Corporate Governance Guidelines, the Board's general policy, based on experience, is that the positions of Chair and Chief Executive Officer ("CEO") should be held by separate persons. Our current independent Chair of the Board is Harriet Edelman. As independent Chair of the Board, Ms. Edelman presides at all meetings of the shareholders and of the Board, and has such powers and performs such other duties required by statute or the Company's Amended and Restated Bylaws and as set forth in the Corporate Governance Guidelines or as the Board may from time to time determine.



Harriet Edelman
Independent
Chair of the Board

Our Corporate Governance Guidelines provide that the independent Chair will:

- seek to promote a strong board culture, including the participation of all directors in an environment of open dialogue, constructive feedback and effective communication across Board committees and among the Chair, the Board as a whole, and with regard to senior management;
- preside at all meetings of the Board, including executive sessions of the independent directors;
- preside at all meetings of the shareholders;
- have the authority to call meetings of the Board and of the independent directors;
- determine the agendas, schedule and information sent to the directors for Board meetings, including to assure sufficient time for discussion of agenda items, prioritize matters and promote effective information flow and follow-up;
- work with the applicable committee chairs and Board committees with respect to the annual performance review of the CEO and the Board's self-assessment and board composition and peer assessment processes;
- act as a liaison between the members of the Board and management; and
- be available for consultation with the Company's shareholders as appropriate.

Under the Company's Corporate Governance Guidelines, if the Board, upon the recommendation of the Nominating and Corporate Governance Committee, decides in the future that, given the then current circumstances, combining the positions of independent Chair and CEO would foster a more effective and efficient Board, or the independent Chair is otherwise determined by the Board to not be independent, then the independent directors will designate an independent director to serve as Lead Director. The Lead Director would generally have the duties and responsibilities of the current independent Chair of the Board, unless otherwise determined by the Board.

director independence

The Board, upon the recommendation of the Nominating and Corporate Governance Committee, has determined that all of our directors other than Mr. Tritton are "independent directors" under the independence standards set forth in our Corporate Governance Guidelines and Nasdaq Listing Rule 5605(a)(2).

BOARD INDEPENDENCE

The Board conducts an annual review of director independence. As part of this review, independence is assessed in both fact and appearance to promote arms-length oversight and is designed to identify relationships and transactions between a director or their immediate family and the Company or members of executive management. In the ordinary course of business, transactions may occur between the Company and entities with which some of our directors or their family members are or have been affiliated. In connection with its evaluation of director independence, our Board reviewed such transactions, and it has determined that these transactions do not impair the independence of the respective director.